

DIVISION BENCH
COURT - II

O-223

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/82(KB)2024
IN
C.A.(CAA)/158(KB)2023

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), SHRI D. ARVIND**

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 12TH JULY 2024

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| IN THE MATTER OF | MIKI WIRE WORKS PRIVATE LIMITED |
| UNDER SECTION | SEC. 230-232 - SECOND MOTION |

Appearance (via video conferencing/physically)

Mr. Rahul Agarwal, CS] for the Petitioner

ORDER

1. This company petition has been filed by the petitioners namely Vika Manufacturing Company Pvt. Ltd (hereinafter referred to as the "Transferor Company") with Miki Wire Works Private Limited (hereinafter referred to as the "Transferee Company") under section 230 -232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for sanctioning the Scheme of Amalgamation proposed between the Transferor company and the Transferee company. A copy of the Scheme has been annexed as "**Annexure-F**" in the petition.
2. The object of this petition is to obtain the approval of the Hon'ble Tribunal for sanctioning the Scheme of Amalgamation of the applicant companies namely Vika Manufacturing Company Pvt. Ltd (hereinafter referred to as the "Transferor Company") with Miki Wire Works Private Limited (hereinafter referred to as the "Transferee Company") wherein all the assets, properties, rights and claims whatsoever of the Transferor and their entire undertaking together with all their rights and obligations relating thereto are proposed to be transferred to and vested in the Transferee Company

and on the terms and conditions fully stated in the Scheme of Amalgamation, which has been annexed with the petition.

3. However, in view of the provisions of sections 230 to 232 as well as the relevant rules having framed under which this Tribunal has now been vested with the power to consider the compromise or arrangement and reconstruction, which includes the approval of the scheme of arrangement/amalgamation contemplated under the sections 230 to 232 of the Companies Act, 2013. Hence, this second motion coming before us for consideration is taken up.
4. From the records it is seen that the First Motion seeking directions for dispensing of the meeting of the equity shareholders and creditors were filed before the Tribunal in CA (CAA) No. 158/KB/2023. Based on such application moved under the provisions under sections 230-232 of the Companies Act, 2013, directions were issued by the Tribunal on 10th April, 2024 wherein the meetings of the Equity Shareholders and creditors were dispensed in view of the receipt of the consent letters along with the affidavits for the approval of the scheme of arrangement or there being none which obviated the necessity of convening of the meeting.
5. In compliance with the order dated 10th April, 2024 passed by the Hon'ble Tribunal in (CAA) No. 158/KB/2023, the petitioners served notices to the Central Government through Regional Director, Registrar of Companies and other sectoral Regulatory Authorities.
6. Subsequent to the Order, now after filing the Second motion before this Hon'ble Tribunal and perusing the documents submitted by the petitioners, the following orders are passed:
 - a. The date of hearing of the petition filed by the Petitioner for the sanction of the scheme is fixed on **30.08.2024**.
 - b. Notice of hearing of this petition in Form NCLT 3A shall be advertised once in English daily, "**Morning India**" and in vernacular language, "**Sanmarg**" in not less than 10 (ten) days before the aforesaid date fixed for hearing.
 - c. In addition to the above public notice, the petitioner companies shall serve notice of the petition via email and speed post on the following authorities namely —

(a) Central Government through Regional Director, Eastern Region, Ministry of Corporate Affairs.

(b) Registrar of Companies cum official liquidator, Jharkhand.

(d) The Income Tax Department of the office having jurisdiction over the respective petitioner companies.

(e) Chief Commissioner of Income Tax.

(f) Competition Commission of India.

7. The notice shall specify that representations, if any should be filed before this Tribunal within 30 days of date of receipt of the notice with a copy of such representations being sent simultaneously to the petitioners and/or their Authorized Representatives. If no such representation is received by the Tribunal within the said period, it shall be presumed that such authorities have no representations to make on the proposed Scheme of Arrangement.
8. All the petitioner companies shall at least 3 days before the date of hearing of the petition file an affidavit of compliance in relation to the Paper Publication as well as service of notices on the Authorities specified above including the Sectoral Regulators.
9. Urgent certified copies of this order, if applied for, be supplied to the parties upon compliance of all requisite formalities.

D. Arvind
Member (Technical)

Bidisha Banerjee
Member (Judicial)